

E-Books: Modification to Settlement Agreements

This agreement dated, October 15, 2013, ratifies and clarifies the position of settling parties (as defined below) regarding payment of settlement administrative costs incurred in related settlements (as defined below).

On June 11, 2012, Attorneys General of 55 jurisdictions ("Plaintiff States") entered into Settlement Agreements with publishers HarperCollins, Hachette and Simon & Schuster (collectively "Settling Publishers") on behalf of consumers of E-books who resided in their jurisdictions at the time of their E-book purchases. (*State of Texas, et al., v. Hachette Book Group, et al.*, 12-civ-6625 (Dkt. No. 68, attachments 1, 2 & 3). ("Previous Settlement Agreements"). The Previous Settlement Agreements were given final approval by the Court on February 8, 2013. (*Id.*, Dkt. No. 71).

On June 20, 2013, Class Plaintiffs on behalf of consumers of E-books who resided in Minnesota at the time of their E-book purchases entered into a Settlement Agreement with the Settling Publishers. *In re Electronic Books Antitrust Litigation*, No. 11-md-00293 (Dkt No. 362-1). ("Minnesota-only Settlement"). The Minnesota-only Settlement was preliminarily approved by the Court on August 5, 2013. (*Id.* Dkt. No. 374.)

The Minnesota-only Settlement directs that the payment of Settlement Administrative Costs related to that settlement will be paid from monies deposited by Settling Publishers into a Settlement Cost Account established by Plaintiff States under the Previous Settlement Agreements. (*Id.*, ¶¶ I. AA and BB and III. B.) It also directs that the Previous Settlement Agreements will govern "... (i) the disposition of any funds remaining in the Settlement Cost Account after the payment of all Settlement Administration Costs or, conversely, (ii) the allocation of responsibility for any Settlement Administration Costs that are not covered by the funds in the Settlement Cost Account." (*Id.*, ¶ III.B.).

Although Plaintiff States under the Previous Settlement Agreements were not parties to the Minnesota-only Settlement, in order to facilitate an efficient settlement process of these related settlements, Liaison Counsel for Plaintiff States hereby ratify provision III.B of the Minnesota-only Settlement and adopt it as an approved modification to the Previous Settlement Agreements. In doing so, Liaison Counsel reiterate the duty of the Settling Publishers to make future payments to the Settlement Cost Account if the settlement administrative costs of the Minnesota-only Settlement, together with the settlement administrative costs of the Previous Settlement Agreements, exceed the payments made to date by the settling publishers. (*Texas v Hachette*, Dkt. Nos.68-1-3, ¶ IV.E.3).

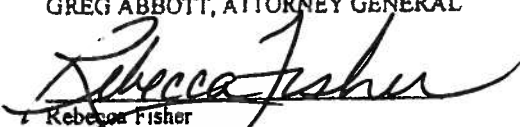
By their countersignatures hereto, the Settling Publishers also ratify and adopt such provision as an approved modification to each of their respective Previous Settlement Agreements.

It is agreed by all parties hereto that the provisions of the Previous Settlement Agreements will also govern the requirements for Written Directions necessary for disbursement, by escrow agent Fifth Third Bank, of any monies paid by Settling Publishers into any account initially established by Plaintiff States pursuant to the Previous Settlement Agreements. State Liaison Counsel will provide contemporaneous notice to Lead Counsel for Class Plaintiffs when a Written Direction for such disbursement is presented to the escrow agent.


E-Books Modification to Settlement Agreements-Approved as to Form and Substance:

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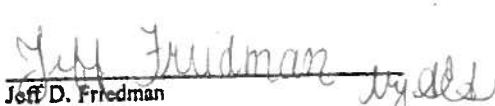
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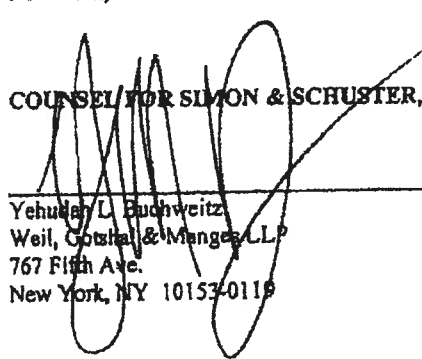
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